

RECORDATION NO. 24146-A FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SEP 30 02 4-58 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: MARTA (2002-3)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Supplement (2002-3), dated as of September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (2002-3) which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Metropolitan Atlanta Rapid Transit Authority
2424 Piedmont Road, N.E.
Atlanta, Georgia 30324-3330

Lessee: MARTA Rail Statutory Trust 2002-3
c/o Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19801

Mr. Vernon A. Williams
September 30, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

10 railcars bearing MARTA reporting marks and road numbers within the series 649 - 660

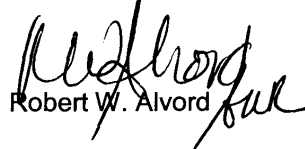
A short summary of the document to appear in the index is:

Memorandum of Head Lease Supplement (2002-3)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF HEAD LEASE SUPPLEMENT

(2002-3)

This Memorandum of Head Lease Supplement is made and entered into as of September 27, 2002, by and between METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Lessor") and WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2002-3 (hereinafter referred to as "Lessee") respecting that certain Head Lease Supplement No. 1 (2002-3) dated as of September 27, 2002, between Lessor and Lessee (the "Head Lease Supplement No. 1").

Pursuant to the provisions of the Head Lease Supplement No. 1, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Head Lease Supplement No. 1.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Head Lease Supplement is not a summary of the Head Lease Supplement No. 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Head Lease Supplement and the provisions of the Head Lease Supplement No. 1, the provisions of the Head Lease Supplement No. 1 shall control.

3. This Memorandum of Head Lease Supplement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

[Intentionally Left Blank]

RECORDATION NO. 24146-A FILED

SEP 30 4-58 PM

SURFACE TRANSPORTATION BOARD

EXHIBIT A


UNITS

Railcar	Manufacturer	Car Number
CQ312	Breda	649
CQ312	Breda	650
CQ312	Breda	651
CQ312	Breda	652
CQ312	Breda	653
CQ312	Breda	654
CQ312	Breda	655
CQ312	Breda	656
CQ312	Breda	659
CQ312	Breda	660

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Head Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY

By: 

Name: Richard P. Marsh

Title: Manager of Financial Planning and Analysis

STATE OF Georgia)
)
COUNTY OF Fulton)

SS:

On this 23rd of September, 2002, before me personally appeared
Richard P. Marsh, to me personally known, who being duly sworn, stated
that he/she is Mgr. of Financial Planning/Analysis of METROPOLITAN ATLANTA
RAPID TRANSIT AUTHORITY, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



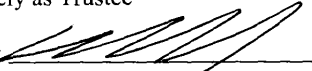
My Commission Expires



LESSEE:

MARTA RAIL STATUTORY
TRUST 2002-3

By: Wilmington Trust Company,
not in its individual capacity, but
solely as Trustee

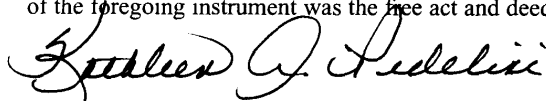
By: 

Name: W. Chris Sponenberg
Vice President

Title: _____

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS:

On this 20th of September, 2002, before me personally appeared W. Chris Sponenberg, to me personally known, who being duly sworn, stated that he/she is Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2002-3 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires

KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2007